

HELM

FINANCIAL CORPORATION

September 18, 2001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 11444-M

SEP 19 2001 11-08 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Lease of Railroad Equipment dated August 31, 2001 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
P.O. Box 961061
Fort Worth, TX 76161-0061

Equipment: 45 SD40-2 Locomotives
BN 8127-8171

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 11444-B filed on February 1, 1980 at 11:00 AM. The filing fee of \$28,00 is included in our enclosed Check No. 46802 in the amount of \$588.00.

Summary: Termination of Lease of Railroad Equipment dated August 31, 2001 by Helm Financial Corporation, as successor in interest to Helm-Atlantic Associates Limited Partnership (as assignee of BA Credit Corporation, F.k.a. Bamerilease, Inc.) for 45 SD40-2 locomotives, BN8127-8171, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 11444-B.

Yours truly,

Sharon L. Van Fossan
Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)



termination\bnr014.stb

11444-M 11:08

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of August 31, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor, as successor in interest to Helm-Atlantic Associates Limited Partnership (as assignee of BA Credit Corporation, f.k.a. Bamerilease, Inc.) entered into the Lease of Railroad Equipment dated as of January 2, 1980 ("Lease") with The Burlington Northern and Santa Fe Railway Company (f.k.a. Burlington Northern, Inc.), a Delaware corporation, with respect to the forty-five (45) locomotives described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("STB") under STB Recordation No. 11444-B filed on February 1, 1980 at 11:00 AM.

The Lease was terminated on December 31, 2000. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

RECORDATION NO. 11444-B FILED

OCT 09 '01 11:08 AM

U.S. DEPARTMENT OF TRANSPORTATION

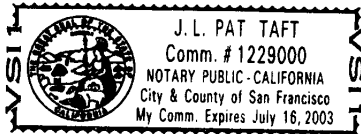
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 4, 2001, before me, J. L. Pat Taft, personally
appeared Barbara W. Wilson, Senior Vice President and Chief Financial
Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in
~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~
signature(s) on the instrument the person(s), or the entity upon behalf
of which the person(s) acted, executed the instrument.



Witness my hand and official seal.


SIGNATURE OF THE NOTARY

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SCHEDULE A

Description of the Units:

Forty-five (45), 3,000 horsepower, Model SD40-2, diesel-electric locomotives.

Unit Numbers:

BN 8127-8171

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